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**COMBINED DECLARATION AND POWER OF ATTORNEY**

(ORIGINAL, DESIGN, NATIONAL STAGE OF PCT, SUPPLEMENTAL, DIVISIONAL,  
CONTINUATION, OR C-I-P)

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As a below named inventor, I hereby declare that:

**TYPE OF DECLARATION**

This declaration is for an original application.

**INVENTORSHIP IDENTIFICATION**

My residence, post office address and citizenship are as stated below, next to my name. I believe that I am the original, first and sole inventor (*if only one name is listed below*) or an original, first and joint inventor (*if plural names are listed below*) of the subject matter that is claimed, and for which a patent is sought on the invention entitled:

**TITLE OF INVENTION**

DISK DISPENSING AND RETRIEVAL SYSTEM WITH AUTOMATED QUALITY CONTROL AND  
INTERNET USAGE FEEDBACK

**SPECIFICATION IDENTIFICATION**

The specification is attached hereto.

**ACKNOWLEDGMENT OF REVIEW OF PAPERS AND DUTY OF CANDOR**

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information, which is material to patentability as defined in 37, Code of Federal Regulations, § 1.56, and which is material to the examination of this application, namely, information where there is a substantial likelihood that a reasonable Examiner would consider it important in deciding whether to allow the application to issue as a patent.

005250-18382560

**CLAIM FOR BENEFIT OF PRIOR U.S. PROVISIONAL APPLICATION(S)**  
(35 U.S.C. § 119(e))

I hereby claim the benefit under Title 35, United States Code, § 119(e) of any United States provisional application(s) listed below:

<b>PROVISIONAL APPLICATION NUMBER</b>	<b>FILING DATE</b>
60/135,854	05/25/1999
60/143,601	07/13/1999

**POWER OF ATTORNEY**

I hereby appoint the following practitioner(s) to prosecute this application and transact all business in the Patent and Trademark Office connected therewith.

Curtis A. Vock	Registration Number 38,356
Dan Cleveland, Jr.	Registration Number 36,106
Donald M. Duft	Registration Number 17,484
Carl A. Forest	Registration Number 28,494
James M. Graziano	Registration Number 28,300
Eugene Kim	Registration Number 46,267
Michael J. Setter	Registration Number 37,936
Travis C. Stephenson	Registration Number 45,132
Thomas Swenson	Registration Number 36,696
William P. Wilbar	Registration Number 43,265

Customer No. 021391

09578631 052500

# AUTHORIZATION OF ATTORNEY(S) TO ACCEPT AND FOLLOW INSTRUCTIONS FROM REPRESENTATIVE

The undersigned to this declaration and power of practitioner hereby authorizes the U.S. practitioner(s) named herein to accept and follow instructions from

Curtis A. Vock, Esq.  
Duft, Graziano & Forst, PC  
1790 - 30th Street  
Boulder, CO 803011018

as to any actions to be taken in the Patent and Trademark Office regarding this application without direct communication between the U.S. practitioner(s) and the undersigned. In the event of a change in the person(s) from whom instructions may be taken, the U.S. practitioner(s) will be so notified by the undersigned.

## SEND CORRESPONDENCE TO

Customer NO. 021391

Curtis A. Vock  
Duft, Graziano & Forst, P.C.  
1790 - 30th Street, Suite 140  
Boulder, CO 80301-1018 USA

## DIRECT TELEPHONE CALLS TO:

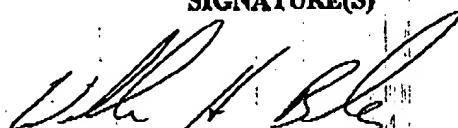
Curtis A. Vock  
(303) 449-9497

## DECLARATION

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

## SIGNATURE(S)

William H. Barber  
Inventor's signature



Date May 17, 2000

Country of Citizenship USA

Residence Thousand Oaks, CA

Post Office Address 3038 Roundup Circle

Thousand Oaks, CA 91360

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re application of: Barber, William H.  
Application No.: Not Assigned  
Filed on: Herewith

Title: DISK DISPENSING AND RETRIEVAL SYSTEM WITH AUTOMATED QUALITY  
CONTROL AND INTERNET USAGE FEEDBACK

STATEMENT CLAIMING SMALL ENTITY STATUS  
(37 CFR 1.9(f) and 1.27(b))--SMALL BUSINESS CONCERN

I hereby state that I am an official of the small business concern empowered to act on behalf of the concern identified below:

Freeflyr LLC  
1115 Del Verde  
Newbury Park, CA 91320

I hereby state that the above identified small business concern qualifies as a small business concern, as defined in 13 CFR 121.12, and reproduced in 37 CFR 1.9(d), for purposes of paying reduced fees to the United States Patent and Trademark Office under Sections 41(a) and (b) of Title 35, United States Code, in that the number of employees of the concern, including those of its affiliates, does not exceed 500 persons. For purposes of this statement, (1) the number of employees of the business concern is the average over the previous fiscal year of the concern of the persons employed on a full-time, part-time or temporary basis during each of the pay periods of the fiscal year, and (2) concerns are affiliates of each other when either, directly or indirectly, one concern controls or has the power to control the other, or a third-party or parties controls or has the power to control both.

I hereby state that rights under contract or law have been conveyed to, and remain with, the small business concern identified above, with regard to the invention described in the specification filed herewith, with title as listed above.

If the rights held by the above identified small business concern are not exclusive, each individual, concern or organization having rights in the invention is listed below\* and no rights to the invention are held by any person, other than the inventor, who would not qualify as an independent inventor under 37 CFR 1.9(c), if that person made the invention, or by any concern which would not qualify as a small business concern under 37 CFR 1.9(d) or a nonprofit organization under 37 CFR 1.9(e).

Each such person, concern or organization having any rights in the invention is listed below:

No such person, concern, or organization exists.

I acknowledge the duty to file, in this application or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the

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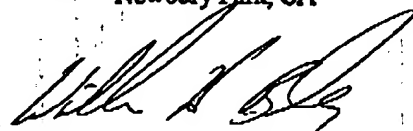
PAGE 2/2

earliest of the issue fee or any maintenance fee due after the date on which status as a small business entity is no longer appropriate. (37 CFR 1.28(b))

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further, that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed.

William H. Barber, President  
Freeflyr LLC  
1115 Del Verde  
Newbury Park, CA

SIGNATURE

Date May 17, 2000

005250-18982560